

EXHIBIT B  
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*State of Delaware*  
*Office of the Secretary of State*

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "SIEMENS MEDICAL ELECTRONICS, INC." MERGING WITH AND INTO "SIEMENS MEDICAL SYSTEMS, INC." UNDER THE NAME OF "SIEMENS MEDICAL SYSTEMS, INC." AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 1993, AT 10:01 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING

\*\*\*\*\*



*William T. Quillen*

William T. Quillen, Secretary of State

AUTHENTICATION:

\*4046841

DATE:

09/08/1993

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:01 AM 03/31/1993  
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**CERTIFICATE OF MERGER  
OF  
SIEMENS MEDICAL ELECTRONICS, INC.  
INTO  
SIEMENS MEDICAL SYSTEMS, INC.**

Pursuant to Section 251 of the Delaware General Corporation Law  
The undersigned corporation  
DOES HEREBY CERTIFY:

**FIRST:** That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

Name
Siemens Medical Electronics, Inc.
Siemens Medical Systems, Inc.

State of Incorporation
Delaware
Delaware

**SECOND:** That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is Siemens Medical Systems, Inc.

**FOURTH:** That the Certificate of Incorporation of Siemens Medical Systems, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

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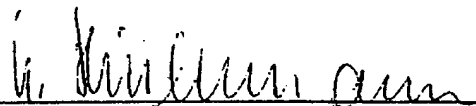
FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is c/o Siemens Corporation, 1301 Avenue of the Americas, New York, New York.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished on request and without cost, to any stockholder of any constituent corporation.

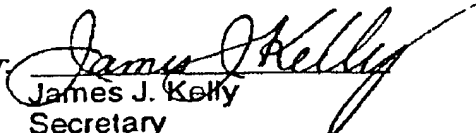
SEVENTH: That this Certificate of Merger shall be effective on March 31, 1993.

Dated: March 29, 1993

SIEMENS MEDICAL SYSTEMS, INC.

By:   
Helmut Hirschmann  
Executive Vice President

ATTEST:

By:   
James J. Kelly  
Secretary